

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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|---------------------------|---|-----------------------------|
| In re: | : | Chapter 11 |
| | : | |
| NORTHWESTERN CORPORATION, | : | Case No. 03-12872 |
| | : | |
| Debtor. | : | Relates to Docket Nos. 2020 |
| | : | and 2237 |
| | : | |

NOTICE OF FILING OF PLAN SUPPLEMENT IN CONNECTION WITH DEBTOR'S
SECOND AMENDED AND RESTATED PLAN OF REORGANIZATION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE

PLEASE TAKE NOTICE that on August 31, 2004, NorthWestern Corporation (the "Debtor") filed its Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Dkt. No. 2020) (the "Plan").¹

PLEASE TAKE FURTHER NOTICE that on October 19, 2004, the Court entered its Order Confirming Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code [Docket No. 2237] (the "Confirmation Order").

PLEASE TAKE FURTHER NOTICE that pursuant to Section 14.6 of the Plan, the Debtor may file a Plan Supplement containing drafts or final versions of the Plan Documents.

PLEASE TAKE FURTHER NOTICE that attached as Exhibit D to the Plan is the D&O Protected Parties Settlement Agreement.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit 1 is Addendum No. 2 to the D&O Protected Parties Settlement Agreement.

[CONCLUDED ON NEXT PAGE]

¹ Any capitalized term used herein but not otherwise defined shall have the meaning ascribed to such term in the Plan.

PLEASE TAKE FURTHER NOTICE that the document attached hereto is a draft of the documents and the Debtor reserves the right to modify and/or revise the document prior to the Effective Date.

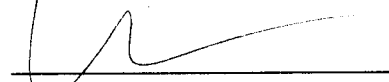
Dated: Wilmington, Delaware
October 29, 2004

Respectfully submitted,

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